TRUJILLO, RODRIGUEZ & RICHARDS, LLC
Lisa J. Rodriguez
8 Kings Highway West
Haddonfield, NJ 08033
Tel: (856) 795-9002

Liaison Counsel for Plaintiffs

SCHIFFRIN & BARROWAY, LLP
Richard S. Schiffrin
Joseph H. Meltzer
Edward W. Ciolko
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706

Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE HONEYWELL ERISA LITIGATION	)	MASTER FILE: 03-CV-1214
	)	Hon. Dickinson R. Debevoise, USDJ

NOTICE OF MOTION IN SUPPORT OF FINAL APPROVAL OF PLAN OF ALLOCATION

PLEASE TAKE NOTICE that on October 23, 2006 at 9:00 a.m. in the forenoon or as soon as thereafter as counsel may be heard, Plaintiffs shall move before the Honorable Dickinson R. Debevoise for the entry of an Order granting Plaintiffs' Motion for Final Approval of Plan of Allocation. The proposed Order Approving Plan of Allocation is submitted herewith.

Plaintiffs aver that the proposed Plan of Allocation, presented in detail in the attached proposed Order, provides for the orderly, fair and efficient distribution of the settlement proceeds among members of the Settlement Class, net of Court-approved expenses of Class notice, net of other administrative expenses, and net of Attorneys' Fees and Expenses and Case Contribution Awards for the Named Plaintiffs that the Court has award. *See* Stipulation of Settlement dated April 26, 2005, ¶¶ 1(a)-(b), (o),14-15, 19, 24, 35-37;[1] *see also* Order and Final Judgment dated July 19, 2005, Docket No.79.

Plaintiffs also note that, pursuant to the Court's Order Preliminarily Approving Settlement, Conditionally Certifying Class for Purposes of Settlement, Approving Form and Manner of Notice, and Scheduling Hearing on Fairness of Settlement Pursuant to Fed. R. Civ. P. 23(e) ("Preliminary Approval Order"), the essential features of the Plan of Allocation were described in the Court-approved Class notice previously disseminated to all Settlement Class members, and that no Settlement Class member objected to the proposed allocation scheme.

The Plan of Allocation presented in the accompanying order was described to each member of the settlement class in easily understandable terms in the mailed Individual Notice as follows:

10. How much will my payment be?

Your share of the Net Settlement Fund will depend on the number of shares of Honeywell common stock you held in your Plan account(s) during the Class Period, and the amount, if any, that you lost as a result. The formula will take into account the purchases and sales of Honeywell common stock made in your Plan account(s). The more you lost because of Honeywell common stock in your Plan account(s), the larger your share of the Net Settlement Fund. **It is anticipated that your share of the Net Settlement Fund, however, will be less than your actual losses.** You are not responsible for calculating the amount you may be entitled to receive under the Settlement – this calculation will be done as part of the implementation of the Settlement. Your settlement amount (subject to the *de minimis* provision) will be calculated in accordance with a Court-approved Plan of Allocation.

The amount allocated to your Plan account(s) out of the Net Settlement Fund paid into the Plans will be calculated as follows:

[1] The provisions of the Stipulation of Settlement, including all definitions and defined terms, are incorporated by reference herein.

- The "Net Loss" for each participant account will be calculated. Net Loss shall be equal to (a) the value of Honeywell common stock in a participant's Plan account at the beginning of the Class Period, *plus* (b) the value of Honeywell common stock acquired for the participant's Plan account during the Class Period, *minus* (c) the proceeds of any Honeywell common stock held in the participant's Plan account that was disposed of during the Class Period, *minus* (d) the value of the Honeywell common stock in the participant's Plan account at the end of the Class Period. If the foregoing difference is less than or equal to zero for any participant, that Class Member's Net Loss shall be $0.

- The Net Losses of the participants' accounts will be aggregated.

- Each participant with a Net Loss greater than $0 will be assigned a "Net Loss Percentage," showing the percentage of his or her Net Loss in relation to all participants' Net Losses. A participant with a Net Loss of $0 will be assigned a Net Loss Percentage of 0%.

- Each participant account's share of the Net Settlement Fund will be equal to the Net Settlement Fund available for distribution, multiplied by the participant's Net Loss Percentage.

- If a participant's share of the Net Settlement Fund is greater than zero but less than $10, that participant's Plan account will receive an allocation from the Net Settlement Fund of $10. The Claims Administrator shall then, taking into account the participants who receive this "*de minimis*" $10 allocation, recalculate the recoveries of each participant so that the total amount recovered by all participants equals the Net Settlement Fund.

Do not worry if you do not have records that show your Plan activity. If you are entitled to a share of the Net Settlement Fund, you will receive a statement showing the amount of your share. If you have questions regarding the Settlement or the Plan of Allocation, please contact Class Counsel listed on Page 10 of this Notice or visit www.gardencitygroup.com.

Further, the following text has been part of this Settlement's informational Internet site http://www.HoneywellERISAlitigation.com's "Frequently Asked Questions" page since the Court's entry of the Preliminary Approval Order:

Q. How much will my payment be?

A. Your share of the Net Settlement Fund will depend on the number of shares of Honeywell common stock you held in your Plan account between December 20, 1999 and February 28, 2005, and the amount, if any, that you lost as a result. The formula will take into account the purchases and sales of Honeywell common stock made in your Plan account. The more you lost because of Honeywell common stock in your Plan account, the larger your share of the Net Settlement Fund. It is anticipated that your share of the Net Settlement Fund, however, will be less than your actual losses. You are not responsible for calculating the amount you may be entitled to receive under the

Settlement - this calculation will be done as part of the implementation of the Settlement. Your settlement amount (subject to the *de minimis* provision detailed in the **Notice of Class Action Settlement**) will be calculated in accordance with a Court-approved Plan of Allocation.

Do not worry if you do not have records that show your Plan activity. If you are entitled to a share of the Net Settlement Fund, you will receive a statement showing the amount of your share.

More details about the Plan of Allocation are in page 6, question 10 of the **Notice of Class Action Settlement**.

Q. How can I obtain my payment?

A. You do not need to file a claim in order to recover your Settlement payment in this action. If you are a Class Member and a current participant of one or more Plans and are authorized to receive a Settlement payment, it will be deposited into your Plan account. If you are a Class Member and no longer participate in the Plans, an account will be established for you and you will be notified of such account along with further instructions.

If the Court approves the following Order, Plaintiffs' counsel will update the site with a copy of the entered Order. The parties, the Administrator of all implicated defined contribution plans, current and former record-keepers for the plans, and the third-party claims administrator, The Garden City Group, Inc., are continually and diligently working towards finalizing the logistics of identification of and distribution to all affected members of the very large Settlement Class.

Further, Plaintiffs note that highly similar methods of allocation have been approved by courts recently reviewing settlements of directly analogous actions which contained monetary payments to ERISA plans. *See, e.g., In re Global Crossing Securities and ERISA Litigation*, 225 F.R.D. 436, 463 (S.D. N.Y. 2004) (noting that the approved allocation method analogous to that presented here had also been approved in other ERISA actions such as "*Reinhart v. Lucent Technologies, Inc.*, No. 01-Cv-3491 (D. N.J. Mar. 15, 2004) and *In re Providian Fin. Corp. ERISA Litigation*, No. C-02-1001, 2003 WL 22005019 (N.D. Cal. June 30, 2003) (ERISA P. Mem. at 10)."

Lastly, pursuant to the terms of the Settlement Agreement, paragraph 24, Plaintiffs, after consultation with the Claims Administrator and Defendants, aver to the Court that the Plan Administration Costs have been and are estimated to remain reasonable and appropriate given the scope and size of the proposed Settlement Class, negotiated relief and the related costs of providing adequate notice. These Costs are in line with that encountered in administering settlements of similar size, and are outlined in affidavits submitted with this Motion.

DATED: September 22, 2006 Respectfully submitted,

TRUJILLO RODRIGUEZ & RICHARDS, LLC

By: /s Lisa J. Rodriguez
Lisa J. Rodriguez
8 Kings Highway West
Haddonfield, NJ 08033
Tel: (856) 795-9002

Liaison Counsel for Plaintiffs

SCHIFFRIN & BARROWAY, LLP
Richard S. Schiffrin
Joseph H. Meltzer
Edward W. Ciolko
Edward W. Chang
280 King of Prussia Road
Radnor, PA 19087
Tel: (610) 667-7706

Lead Counsel for Plaintiffs

BRODSKY & SMITH, LLC
Evan J. Smith
240 Mineola Blvd.
Mineola, NY 11501
Tel: (516) 741-4977